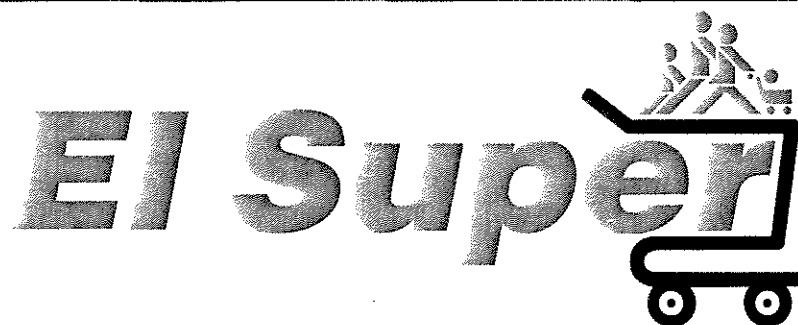


DECLARATION OF CARLOS SILVA-CRAIG

EXHIBIT B



Bodega Latina Corporation

EMPLOYEE HANDBOOK

Revised February, 2009

INTRODUCTION

The keystone of any successful retail business is friendly, courteous, well-trained employees placing service to the customers foremost in their thoughts and actions. We firmly believe that our continued growth through customer acceptance will be because our employees best exemplify those qualities.

This handbook generally describes some of the practices and procedures in effect at the Company, and is intended to serve as a set of guidelines. This handbook replaces any previous manuals and handbooks, and to the extent inconsistent, any previous understanding, practice, policy, or representation concerning the subject matters addressed in this handbook. This handbook may not be amended or added to without the express written approval of an officer of the Company. Employees should read, understand, and comply with all provisions of the handbook. It describes many of an employee's responsibilities and outlines the programs developed by the Company to benefit employees.

No employee handbook can anticipate every circumstance or question about policy. The Company reserves the right to revise, supplement, or rescind any benefit programs, policies or portion of the handbook, with the exception of its policy of at-will employment, from time to time as it deems appropriate, in its sole and absolute discretion, with or without notice. All changes to the handbook will be made in writing signed by an officer of the Company and will either be in a new handbook or in a written document that refers to the handbook. Employees generally will be notified of such changes to the handbook as they occur.

Neither this handbook nor any policy contained in this handbook or elsewhere is intended to imply continued employment or otherwise limit in any way the policy of at-will employment. Nor does this handbook, in describing Company policies or procedures, commit the Company to follow any particular procedure in the course of imposing discipline or terminating employment.

If you have any questions about the handbook, please contact your Store Director or the Corporate Human Resources Department.

NATURE OF EMPLOYMENT: AT WILL

Your employment relationship with the Company is at will. The policy of at-will employment means that employment with the Company is voluntarily entered into, and you are free to resign at will at any time, with or without notice or cause. The policy also means that the Company may terminate your employment at will at any time, with or without notice or cause. At will employment also means that the Company may make decisions regarding other terms of employment, including but not limited to demotion, promotion, transfer, compensation, benefits, duties, and location of work at any time, with or without cause or advance notice. No representative of the Company other than the President of the Company has the authority to enter into any agreement for employment for a specified duration or to make any agreement for employment other than at will. Any such agreement must be by individual agreement, in writing and signed by you and the President.

PERSONAL CELLULAR TELEPHONES, PAGERS, OR SIMILAR DEVICES

Personal cellular telephones, pagers, and other similar personal electronic devices should not be used or worn while you are working. If you choose to bring a personal cell phone or similar device to work, it must be turned off or to "silent" mode so as not to be disruptive to the workplace. Please inform friends and family that if they call your cell phone or page you while you are working that you are only able to respond during your break periods. Cell phone calls during break periods are only permitted in designated break areas.